

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:)
LEHMAN BROTHERS HOLDINGS INC., *et al.*,) Chapter 11
Debtors) Case No. 08-13555 (JMP)
(Jointly Administered)
-----X

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Centerbridge Special Credit Partners, L.P.
Name of Transferee

Deerfield Capital LLC
(f/k/a Deerfield Triarc Capital LLC)
Name of Transferor

Name and Address where notices to transferee should be sent:

Lisa Murray
375 Park Avenue
13th Floor
New York, NY 10152
Phone number: 212-672-4617
Fax number: 646-652-5342

Scott Hopson
Phone number: 212-672-4626
Fax number: 212-672-5004 & 212-672-4526

With a copy to:
Andrews Kurth LLP
450 Lexington Avenue
New York, NY 10017
Attn: David Hoyt

Case No. 08-13888

Court Claim # (if known): 66688, amending
Claim 26113

Amount of Claim as set forth in the amended
Claim 66017: \$64,821.55

Date Claim Filed: 05/21/2010

Case No. 08-13555

Court Claim # (if known): 66691, amending
Claim 26114

Amount of Claim as set forth in the amended
Claim 66017: \$64,821.55

Date Claim Filed: 05/21/2010

EXHIBIT E

FORM OF EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, Deerfield Capital LLC f/k/a Deerfield Triarc Capital LLC ("Seller") hereby unconditionally and irrevocably sells, transfers and assigns to Centerbridge Special Credit Partners, L.P. ("Purchaser") 70.0%, or \$64,821.55, of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against Lehman Brothers Special Financing Inc. (the "Debtor"), the debtor in Case No. 08-13888 pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") and the relevant portion of any and all proofs of claim (No. 26113, as amended by claim No. 66688) filed by Seller with the Bankruptcy Court in respect of the foregoing claim.

Seller hereby waives any objection to the transfer of the claim to Purchaser on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Purchaser the foregoing claim, recognizing Purchaser as the sole owner and holder of the claim, and directing that all payments or distributions of money or property in respect of the claim be delivered or made to Purchaser.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed this
21 day of June 2010.

DEERFIELD CAPITAL LLC

By: 

Name: Robert A. Contreras
Title: Senior Vice President

**CENTERBRIDGE SPECIAL CREDIT
PARTNERS, L.P.**

By: _____
Name: _____
Title: _____

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DEERFIELD CAPITAL LLC

By: _____
Name:
Title:

**CENTERBRIDGE SPECIAL CREDIT
PARTNERS, L.P.**

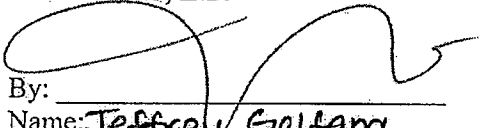
By: 
Name: Jeffrey Gelfand
Title: Authorized Signatory

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IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed this 11 day of June 2010.

DEERFIELD CAPITAL LLC

By: _____

Name: _____

Title: _____


Robert A. Contreras
Senior Vice President

**CENTERBRIDGE SPECIAL CREDIT PARTNERS,
L.P.**

By: _____

Name: _____

Title: _____

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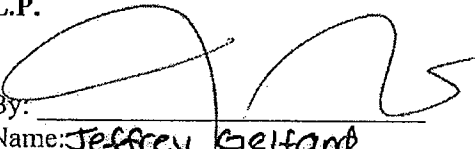
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DEERFIELD CAPITAL LLC

By: _____
Name: _____
Title: _____

**CENTERBRIDGE SPECIAL CREDIT PARTNERS,
L.P.**

By: 
Name: Jeffrey Gelfand
Title: Authorized Signatory